

09-15-2000



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U.S. Department of Commerce
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year
July 6 2000

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Robert M. Lee

July 6 2000

Formerly 8555 Dieringer Rd, Reno Nevada

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name Sierra Expeditions Ltd.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 970 Icehouse Ave., Sparks, NV 89431

Address (line 2) _____

Address (line 3) _____

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Nevada

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

09/15/2000 JJALLAH2 00000123 1704398

01 FC:481
02 FC:482

40.00 OP
50.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002135 FRAME: 0899

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1704398"/>	<input type="text" value="1753303"/>	<input type="text" value="1768138"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Deposit Account Number:

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing Signature Date Signed

ASSIGNMENT

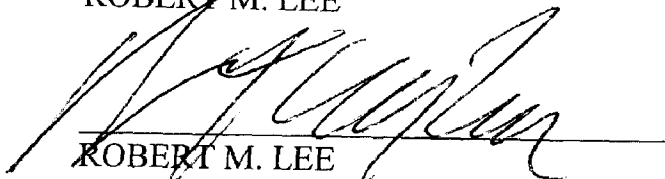
Effective the 6th day of July, 2000, this assignment is between Robert M. Lee, residing at 8555 Dieringer Drive Reno, NV 89511 and Sierra Expeditions, Ltd., a corporation organized and existing under the laws of the State of Nevada, having a place of business at 970 Icehouse Avenue, Sparks, Nevada 89431.

WHEREAS Robert M. Lee is the owner of the trademarks, shown in Exhibit A, and

WHEREAS, Sierra Expeditions Ltd. is desirous of acquiring said trademarks in Exhibit A.

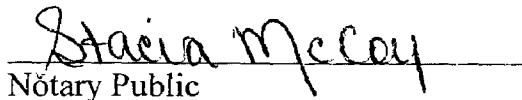
NOW THEREFORE, in consideration of and in exchange for the sum of One Dollar (\$1.00) and other good and valuable consideration to it paid, the receipt of which is hereby acknowledged, Robert M. Lee does hereby sell, assign, and transfer unto said Sierra Expeditions Ltd. the entire right, title, and interest in and to said trademarks listed in Exhibit A, including the good will of the business in connection with which the trademark is used, and the right to sue for past infringement of said mark.

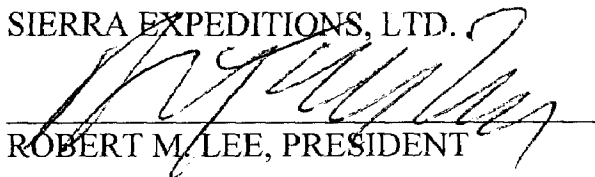
ROBERT M. LEE


ROBERT M. LEE

On the 6 day of July, 2000 before me appeared ROBERT M. LEE, known to me to be the person identified herein and who executed the foregoing instrument in my presence.

STATE OF NEVADA)
):
COUNTY OF WASHOE)

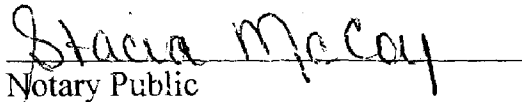

Notary Public

SIERRA EXPEDITIONS, LTD.

ROBERT M. LEE, PRESIDENT



On the 6 day of July, 2000 before me appeared ROBERT M. LEE, known to me to be the person identified herein and who executed the foregoing instrument in my presence.

STATE OF NEVADA)
):
COUNTY OF WASHOE)


Notary Public

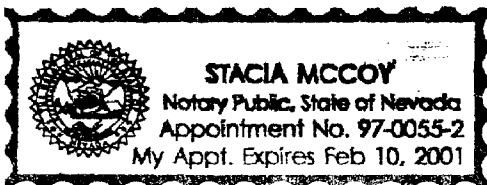


EXHIBIT A

TRADEMARK	REGISTRATION NO.	CLASSES
TOPOLINO	1704398	42
TOPOLINO	1753303	25
TOPOLINO	1768138	28